Access Lines	israel
Additional Lines 37-38,52	MSAs110
ADSL71	Mexico
Caller ID52	Minutes of Use40
Capital Expenditures66	Network Data66
Cell Sites66	Ownership Profile11
Chile82	RSAs
Coverage Ratios15	Regulatory Overview29
Customer Lines	Resale Discounts29
Debt Ratings15	South Africa84
Dividend Dates	South Korea86
Dividends Declared11	Stock Performance
EBITDA Margins21	Switches66
Economic Data40	Switzerland85
Employees19	Taiwan
Fiber Miles66	Total Return11
Financial Statements - Pacific Bell 103-105	United Kingdom89
Financial Statements - SBC	Usage-Based Customers53
Financial Statements - Southwestern Bell 99-102	Vertical Services52
France80	Wireless Revenues42, 109
Local Service Provider Agreements29	Wireless Portfolio108
International Investments	Wireless Properties110-111
ICDNI Lines	

SBC Growth Profile is published by the Investor Relations staff of SBC Communications Inc. Requests for further information may be directed to one of the Investor Relations managers by phone (210.351.2044) or fax (210.351.2071). Written correspondence should be sent to:

**Investor Relations** 

SBC Communications Inc. 175 E. Houston, Room 8-A-60 San Antonio, Texas 78205

Managing Director of Investor Relations William B. McCullough

Director of Investor Relations Gerry Chicoine

Growth Profile Editors Alison Hall and Par Straughn

Investor Relations Managers Jerry Syfert and Blake Steward

Key Financial Dates	Record Date	Dividend Payment Date
2nd Quarter 1997	July 10, 1997	August 1, 1997
3rd Quarter 1997	October 10, 199	7 November 3, 1997
4th Outtre: 1997	January 10, 1998	February 2, 1998



Printed entirely on recycled paper meeting or exceeding Environmental Protection Agency minimum requirements for recycled paper stock

### ATTACHMENT G

CELLULAR COVERAGE MAP AND MATRIX

# SBC's and SNET's Complementary Cellular Properties



## CMRS Service Territories in New England and Upstate New York (by state)\*

	Bell Atlantic	Sprint PCS	AT&T Wireless	Nextel	Omni- point	SBC	SNET
Conn.	X	X	X	X	X		X
Maine	X	X	X	Х			
Mass.	X	X	X	X	X	X	X
N.H.	X	X	X	X	X	X	
N.Y.	Х	X	X	X	Х	X	
R.I.	Х	X	X	X		:	X
Vermont	X	Х		X	X		

<sup>\*</sup>Carriers authorized to provide CMRS service in a portion of (or all of) the state.

### Response to Item T54.

SBC is a holding company and does not directly hold any FCC licenses. SBC directly and indirectly holds interests in multiple subsidiaries that are FCC licensees. One of SBC's Directors is a citizen of Mexico. Since SBC is not a licensee nor is it applying for an FCC license, the fact that one member of its 14-member Board of Directors is a Mexican national is permissible under section 310(b)(4) of the Communications Act.<sup>1</sup>

<sup>&</sup>lt;sup>1</sup> 47 U.S.C. § 310(b)(4) (West, WESTLAW through Pub. L. No. 105-41).

FCC Form 490 Exhibit 4 Page 1 of 26

Attached is a Form 430 for the Transferee, SBC Communications Inc.

FCC 430

# FEDERAL COMMUNICATIONS COMMUNICATION

Approved by OMB 3060-0105

See reverse for public burden estimate

### LICENSEE QUALIFICATION REPORT

### INSTRUCTIONS

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.

in this report is being submitted in connection with an app	incation for facio authority, attach it to that application.		
C. Do not submit a fee with this report.			
<ol> <li>Business Name and Address (Number, Street, State a of Filer's Principal Office:</li> </ol>	and Zip Code) 2. (Area Code) Telephone Number: (210) 351-3476		
SBC Communications Inc.	3. If this report supersedes a previously		
175 E. Houston	filed report, specify its date:		
San Antonio, Texas 78205	May 14, 1996		
4. Filer is (check one):  Individual Partnership X Corp	5. Under the laws of what State (or other jurisdiction) is the Filer organized?		
Other (Specify):	Delaware		
6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee:  See Exhibit I			
7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? If "YES", attach as Exhibit 1 a statement giving call sign and file number of license or permit revoked and relating circumstances.			
(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? If "YES", attach as Exhibit II a statement relating the facts.			
(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal court? If "YES" attach as Exhibit III a statement relating the facts.			
(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to Items 7(b) and 7(c)? If "YES", attach as Exhibit IV a statement relating the facts.			
8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by the Commission? If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.			
If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:			
9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners:	b) Is Individual or each member Yes No of a partnership a citizen of the United States?		
	c) Is Individual or any member of		
NOT APPLICABLE	a partnership a representative of an alien or of a foreign government?  Yes No		

f Filer is a corporation, answer the following and Item 11:		<u></u>	····
10(a) Attach as Exhibit VI the names, addresses, and civoting 10 percent or more of the Filer's voting stock control, indicate the beneficiary(ies) or class of be	and the percentages so held. In		
	See Exhibit V		
(b) List below, or attach as Exhibit VII the names and ac	ddresses of the officers and directors	of the Filer.	
	See Exhibit V		
(c) Is the Filer directly or Indirectly controlled by an If "YES", attach as Exhibit VIII a statement (including organ appropriate) which fully and completely identifies the natural Include the following: (1) the address and primary business and any intermediate subsidiaries; (2) the names, addresse stockholders holding 10 percent or more of the controlling the approximate percentage of total voting stock held by eather names and addresses for the president and directors of	izational diagrams where e and extent of control. s of the controlling corporation es, and citizenship of those corporation's voting stock; (3) ach such stockholder; and (4)	Yes	X No
(d) Is any officer or director of the Filer an alien?	See Exhibit IX	X Yes	☐ No
(e) Is more than one-fifth of the capital stock of the Filer or their representatives, or by a foreign government corporation organized under the laws of a foreign co	or representative(s) thereof, or by a	Yes	X No
(f) Is the Filer directly or indirectly controlled: (1) by any officer or more than one-fourth of the directors corporation or corporation of which more than one-for voted by aliens or their representatives, or by a fore thereof.	are aliens, or (2) by any foreign ourth of the capital stock is owned or	Yes	X No
(g) If any answer to questions (d), (e) or (f) is "YES", att foreign entities, their nationality, their relationship to vote.			
This report constitutes a material part of any application which care a material part thereof. The ownership information container approval of, any transfer of control or assignment of radio facilities the statements made herein are true, complete and correct to the The undersigned, individually and for the Filer, certifies that into a denial of Federal benefits, that includes FCC benefits, purs Section 862, because of a conviction for possession or distribution	cross-references it, and all statements mad in this report does not constitute an apply s. The undersigned, individually and for the best of Filer's knowledge and belief, ar leither the applicant nor any other party suant to Section 5301 of the Anti-Drug Ab	plication for, or he Filer, hereby nd are made in to the applicat	Commission y certifies the n good faith tion is subject
WILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION ARI 18, SECTION 1001), AND / OR REVOCATION OF ANY STATION SECTION 312 (A) (1)), AND / OR FORFEITURE (U. S. CODE, TITL	N LICENSE OR CONSTRUCTION PERM	•	
Filer (Must correspond with that shown in Item 1)	Typed or Printed Name	<del></del>	
SBC Communications Inc.	James S. Kahan		
Signature 1 Cel	Title Senior Vice President - Corporate Development		. 18, 199
NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY A	CT OF 1974 AND THE PAPERWORK REDUCT	ION ACT OF 199	15

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control number.

### Response to Item 6:

Filer is a holding company, and as such, it does not directly hold <u>any</u> FCC license. However, as demonstrated by the charts attached to Exhibit V, Filer directly or indirectly holds multiple subsidiaries that are FCC licensees. In general, one or more of Filer's subsidiaries have licenses in the following categories:

Experimental Radio Service
Public Mobile Service
Personal Communications Service
Satellite Communications
Private Land Mobile Radio Service
Fixed Microwave Services

Filer makes this filing as required by the FCC Forms 312 and 490, not as a permittee or licensee.

### SBC COMMUNICATIONS INC.

### Response to Item 8:

The Filer is SBC Communications Inc. ("SBC"), incorporated under the laws of Delaware, having its primary place of business at 175 E. Houston, San Antonio, Texas, 78205.

SBC owns several subsidiaries, directly and indirectly, as reflected on the charts as attached to this Exhibit. SBC directly owns Southwestern Bell Telephone Company ("SWBT"), a landline local exchange company, and SBC Wireless, Inc. ("SBCW"), a holding company which owns 100% of Southwestern Bell Mobile Systems, Inc. ("SBMS"), a cellular licensee which, in turn, also holds Southwestern Bell Wireless, Inc. "SBW," also a cellular and PCS licensee. SBC also acquired 100% of Pacific Telesis Group ("PTG") which wholly owns Nevada Bell and Pacific Bell. SWBT, Nevada Bell and Pacific Bell are common carriers engaged in the provision of local exchange telephone service in some of the constituent counties of the MSAs and RSAs where SBMS provides frequency block B cellular service. SBMS operates independently of SWBT in full compliance with Section 22.903, as modified by the Telecommunications Act of 1996. PTG also indirectly owns Pacific Bell Mobile Services ("PBMS") which provides PCS service in California and Nevada for the MTAs of Los Angeles - San Diego, CA and San Francisco - Oakland - San Jose, CA, under the licensee name of Pacific Telesis Mobile Services ("PTMS"). PTMS is held directly by SBC.

SBC and PTG are also holding companies, and are the owners of numerous subsidiaries (other than PBMS, SBCW, Nevada Bell, Pacific Bell and SWBT), which do not provide either landline or cellular services.

SBCW currently wholly owns SBMS, New York Holdings, Inc., Pegasus Cellular Telephone Company No. 3. (NY-4), Inc., SBMS Illinois Services, Inc., SBMS New York Services, Inc., and Associated Communications Corporation.

SWBW RSA, Inc. is wholly owned by Southwestern Bell Wireless Inc. ("SBW") and holds minimal 1% interest in the licensees of various RSAs.

SBMS owns (either directly or through one of its wholly-owned subsidiaries), or has controlling interests in the following:

- SBMS Cellular Telecommunications Springfield, Inc.
- SBMS Cellular Telecommunications Bloomington, Inc.
- Decatur Cellular Telephone Company, Inc.
- Washington/Baltimore Cellular Holdco, Inc. -

Owns 100% of Washington/Baltimore Cellular, Inc., the General Partner of Washington/Baltimore Cellular Limited Partnership. Washington/Baltimore Cellular, Inc. owns 1% General Partnership of Washington/Baltimore Cellular Limited Partnership. SBMS also owns 86.2% Class A limited partnership interest in Washington/Baltimore Cellular Limited Partnership. French American Cellular Investment Corporation owns a 12.8% Class B limited partnership interest in Washington/Baltimore Cellular Limited Partnership.

Each of these companies is engaged in the provision of cellular services.

SBMS owns 100% of Cellular One Marketing, Inc. which is a partner in the Cellular One Group which holds the intellectual property associated with the Cellular One name and licenses the use of that name to A Band cellular licenses throughout the country.

### Additional Information

SBMS owns 5% or more of and controls as the principal owner or general partner the following entities engaged in the provision of cellular:

Market Name	Licensee
Baltimore, Maryland	Washington/Baltimore Cellular L.P.
Bloomington-Normal, Illinois	SBMS Cellular Telecommunications of Bloomington, Inc.
Boston, Massachusetts	SBMS
Champaign-Urbana- Rantoul, Illinois	Champaign CellTelCo
Chicago, Illinois	SBMS
Decatur, Illinois	Decatur Cellular Telephone Co. Inc.

Market Name Licensee

Gary -Hammond-

Mortret Name

East Chicago, Indiana Gary Cellular Telephone Co.

Laredo, Texas Texas/Illinois Cellular L.P.

Springfield, Illinois SBMS Cellular Telecommunications

of Springfield, Inc.

Washington D.C. Washington/Baltimore Cellular L.P.

Worcester, Massachusetts Worcester Telephone Company

Illinois 2-Bureau SBMS

Illinois 4-Adams Texas/Illinois Cellular L.P.

Illinois 5-Mason SBMS

Illinois 6-Montgomery Texas/Illinois Cellular L.P.

Massachusetts -2-Barnstable SBMS

Virginia 10-Frederick Washington/Baltimore Cellular L.P.

Virginia 11-Madison Washington/Baltimore Cellular L.P.

Virginia 12-Caroline Washington/Baltimore Cellular L.P.

West Virginia 4-Grant Washington/Baltimore Cellular L.P.

SBMS also owns 100% of the following companies which are engaged in the provision of cellular.

SBMS Cellular Telecommunications Central Illinois, Inc.

SBMS Decatur Holding Co., Inc.

SBMS Springfield Management Co., Inc.

Southwestern Bell Locate One, Inc.

SBMS owns SBW which holds more than a five percent (5%) partnership interest in, and is the General Partner of, the limited partnerships listed below, all of which are engaged in the provision of cellular.

T :----

Market Name	Licensee
Abilene, Texas	Abilene SMSA L.P.
Amarillo, Texas	Amarillo SMSA L.P.
Brownsville-Harlingen, Texas	McAllen-Edinburg-Mission SMSA L.P.
Corpus Christi, Texas	Corpus Christi SMSA L.P.

Market Name Licensee

Dallas, Texas Dallas SMSA L.P.

Fayetteville-

Springdale, Arkansas SBW

Fort Smith, Arkansas

Oklahoma SBW

Kansas City,

Missouri/Kansas Kansas City SMSA L.P.

Lawrence, Kansas City SMSA L.P.

Little Rock-North

Little Rock, Arkansas SBW

Lubbock, Texas Lubbock SMSA L.P.

McAllen-Edinburg-

Mission, Texas McAllen-Edinburg-Mission SMSA L.P.

Midland, Texas Midland/Odessa SMSA L.P.

Odessa, Texas Midland/Odessa SMSA L.P.

Oklahoma City, Oklahoma Oklahoma City SMSA L.P.

San Antonio, Texas San Antonio SMSA L.P.

Sherman-Denison, Texas Dallas SMSA L.P.

St. Joseph, Missouri St. Joseph SMSA L.P.

St. Louis,

Missouri/Illinois Eastern Missouri Cellular L.P.

Topeka, Kansas Topeka SMSA L.P.

Wichita, Kansas Wichita SMSA L.P.

Arkansas 9-Polk

(Interim Operator) SBW

Missouri 8-Calloway Missouri RSA 8 L.P.

Missouri 9-Bates Missouri RSA 9B1 L.P.

Missouri 11-Moniteau Missouri RSA 11/12 L.P.

Missouri 12-Maries Missouri RSA 11/12 L.P.

Market Name	Licensee
Missouri 13-Washington	Eastern Missouri Cellular L.P.
Missouri 17-Shannon	Southwestern Bell Wireless, Inc.
Missouri 18-Perry	Eastern Missouri Cellular L.P.
Missouri 19-Stoddard	Eastern Missouri Cellular L.P.
Oklahoma 3-Grant	Oklahoma RSA 3 L.P.
Oklahoma 9-Garvin	Oklahoma RSA 9 L.P.
Texas 6-Jack	Texas RSA 6 L.P.
Texas 7-Fannin	Texas RSA 7B1 L.P.
Texas 9-Runnels	Texas RSA 9B1 L.P.
Texas 9-Runnels	Texas RSA 9B4 L.P.
Texas 10-Navarro	Texas RSA 10B1 L.P.
Texas 18-Edwards	Texas RSA 18 L.P.
Texas 19-Atascosa	Texas RSA 19 L.P.
Texas 20-Wilson	Texas RSA 20B1 L.P.

SBW also owns 100% of the Tulsa MTA, Joplin BTA, Longview BTA, McAlester BTA, Pittsburg BTA, Springfield BTA, Temple BTA, Tyler BTA and Waco BTA licenses for Broadband PCS.

Kansas 5-Brown RSA cellular license is owned by Southwestern Bell Wireless, Inc.

Director

Pursuant to Section 22.903(b) 2 and 101.19, the following lists identify the Directors and Officers of SBC.

### SBC COMMUNICATIONS INC. - DIRECTORS

Edward E. Whitacre, Jr. Chairman of the Board Philip J. Quigley Vice Chairman of the Board Clarence C. Barksdale Director James E. Barnes Director August A. Busch, III Director Royce S. Caldwell Director Ruben R. Cardenas Director William P. Clark Director Martin K. Eby, Jr. Director Director Herman E. Gallegos Director Jess T. Hay Admiral Bobby R. Inman Director Charles F. Knight Director Director Mary S. Metz Director Dr. Haskell M. Monroe, Jr. S. Donley Ritchey Director Richard M. Rosenberg Director Director Ing. Carlos Slim Helu'

The above noted individuals comply with the eligibility requirements of Section 22.5.

The address of SBC is 175 East Houston, San Antonio, Texas, 78205.

Patricia P. Upton

### SBC COMMUNICATIONS INC. - OFFICERS

Edward E. Whitacre, Jr. President and

Chief Executive Officer

Royce S. Caldwell President - SBC Operations

Cassandra C. Carr Senior Vice President -

Human Resources

William E. Dreyer Senior Executive Vice

President - External Affairs

James D. Ellis Senior Executive Vice

President and General Counsel

Charles E. Foster Group President

Liam S. Coonan Senior Vice President and

Assistant General Counsel

Patricia Diaz Dennis Senior Vice President and Assistant

General Counsel -Regulations & Law

James S. Kahan Senior Vice President -

Corporate Development

Donald E. Kiernan Senior Vice-President, Treasurer,

and Chief Financial Officer

Linda S. Mills Senior Vice President-

Corporate Communications

Alfred G. Richter, Jr. Senior Vice President and

Assistant General Counsel

Charles J. Roesslein Vice President - Strategic Planning

Judith M. Sahm Vice President and

Secretary

Wayne A. Wirtz Assistant Secretary

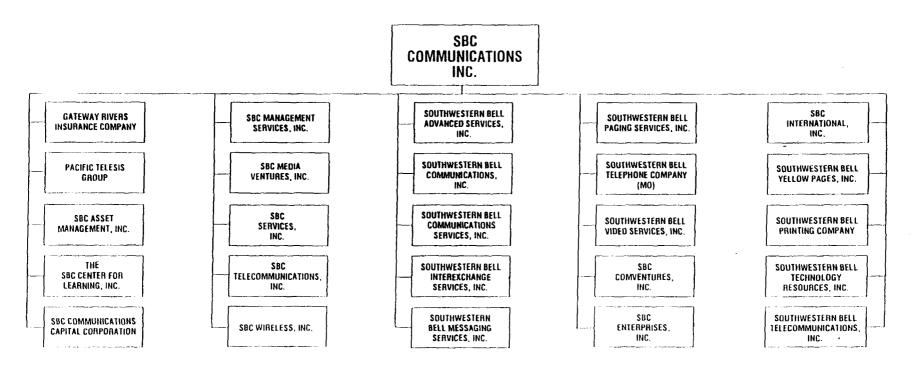
Roger W. Wohlert Assistant Treasurer

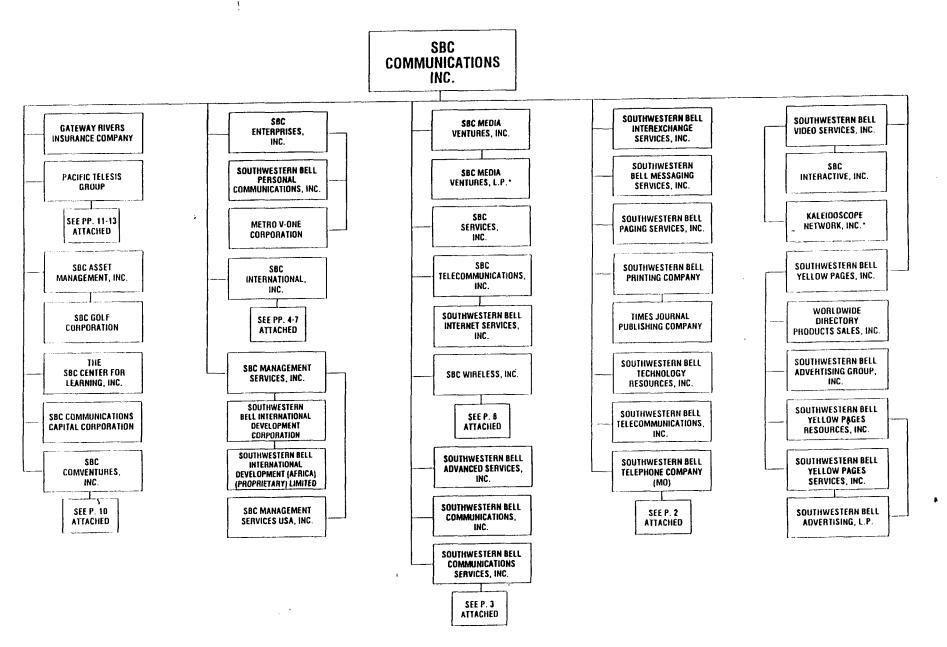
The above noted individuals comply with the eligibility requirements of Section 22.5.

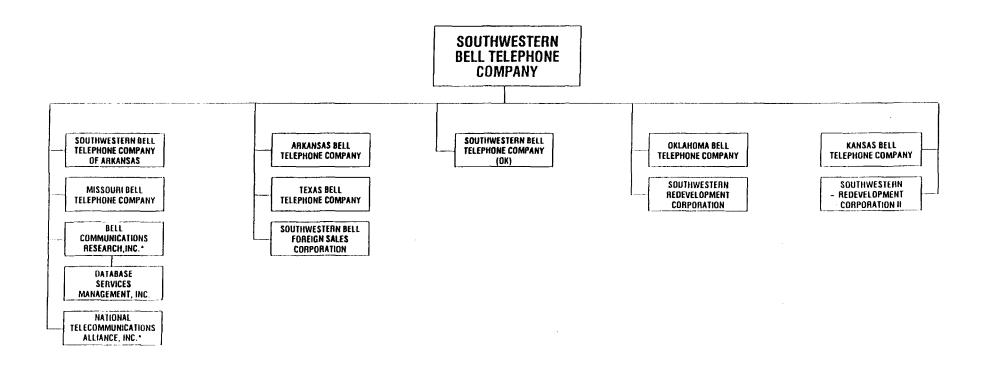
### CHARTS

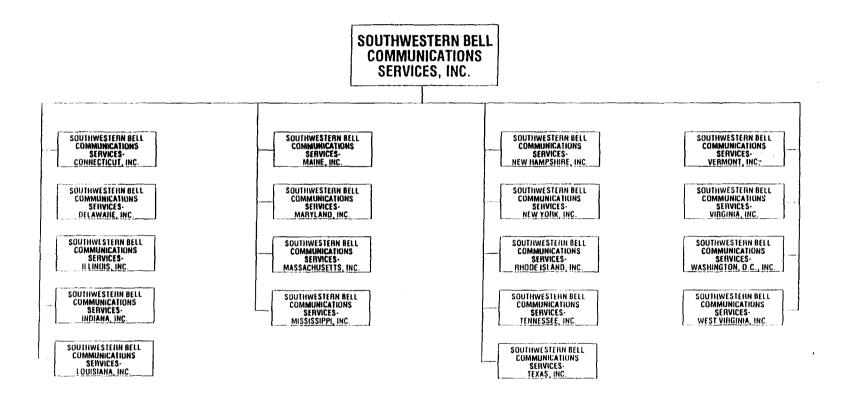
Attached are the charts reflecting the holdings of SBC, the parent company of PTG and SBCW, the parent company of SBMS, the parent company of SBW; pursuant to Section 22.108, 101.19 and 24.813.

### SBC COMMUNICATIONS INC. FIRST-TIER SUBSIDIARIES AS OF JUNE 30, 1997









•

